

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCKBOX # 358145 FCC/MELLON		SEP 11 2006		SPECIAL USE ONLY	
				FCC USE ONLY	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Wiley Rein & Fielding LLP			(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00		
(4) STREET ADDRESS LINE NO. 1 1776 K Street, NW					
(5) STREET ADDRESS LINE NO. 2					
(6) CITY Washington			(7) STATE DC	(8) ZIP CODE 20006	
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-719-7000			(10) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(11) PAYER (FRN) 0002151744			(12) FCC USE ONLY		
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(13) APPLICANT NAME Sigecom, LLC					
(14) STREET ADDRESS LINE NO. 1 6045 Wedeking Avenue					
(15) STREET ADDRESS LINE NO. 2					
(16) CITY Evansville			(17) STATE IN	(18) ZIP CODE 47715	
(19) DAYTIME TELEPHONE NUMBER (include area code) 812-437-0307			(20) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(21) APPLICANT (FRN) 0004337481			(22) FCC USE ONLY		
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1			
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00	FCC USE ONLY			
(28A) FCC CODE 1		(29A) FCC CODE 2			
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY			
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY			
(28B) FCC CODE 1		(29B) FCC CODE 2			
SECTION D - CERTIFICATION					
CERTIFICATION STATEMENT I, <u>Colleen King</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE <u>Colleen King</u> DATE <u>9/11/06</u>					
SECTION E - CREDIT CARD PAYMENT INFORMATION					
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. SIGNATURE _____ DATE _____					



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September 11, 2006

Wayne D. Johnsen
202.719.7303
wjohnsen@wrf.com

Federal Communications Commission
Wireline Competition Bureau - CPD - 214 Appls.
c/o Mellon Bank Client Service Center
Pittsburgh, PA 15262-0001
Attn: FCC Module Supervisor
Lockbox Number 358145

Re: Application Pursuant to Section 214 of the Communications Act of 1934
and Section 63.04 of the Commission's Rules for Consent to Transfer
Control of Sigecom, LLC to WideOpenWest Finance, LLC

Dear Sir or Madam:

Enclosed for filing please find an original and four copies of the Application Pursuant to Section 214 of the Communications Act of 1934 and Section 63.04 of the Commission's Rules for Consent to Transfer Control of Sigecom LLC from Sigecom Holdings, Inc. to WideOpenWest Finance, LLC. Also enclosed is a check payable to the Federal Communications Commission in the amount of \$895 for the prescribed filing fee.

Please let us know if you have any questions. Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read 'Colleen King'.

Wayne D. Johnsen
Colleen King
Counsel for Sigecom, LLC

ORIGINAL

Before the
Federal Communications Commission
Washington, D.C. 20554

In the Matter of)
)
SIGECOM HOLDINGS, INC., Transferor,)
)
and)
)
WIDEOPENWEST FINANCE, LLC, Transferee)
)
Consolidated Application for Authorization to)
Transfer Control of Subsidiary of Sigecom)
Holdings LLC, Pursuant to Section 214 of the)
Communications Act of 1934, as Amended)
)
)

File No. ITC-T/C-_____

WCB Docket No. _____

To: International Bureau
Wireline Competition Bureau

CONSOLIDATED APPLICATION FOR AUTHORIZATION
TO TRANSFER CONTROL OF SIGECOM, LLC

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and Sections 63.03, 63.04 and 63.24(e) of the Commission's Rules, 47 C.F.R. §§ 63.03, 63.04, and 63.24(e), Sigecom Holdings, Inc. ("Holdings" or "Transferor") and WideOpenWest Finance, LLC ("WOW" or "Transferee" and, collectively with Holdings, the "Applicants") hereby seek authority to transfer control of Sigecom, LLC ("Sigecom"), which holds domestic and international Section 214 authorizations, to WOW. The transfer of control will occur as a result of WOW's acquisition of all of the outstanding membership interests of Sigecom. For the reasons discussed herein, approval of the proposed transaction would serve the public interest.

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), the Applicants are filing a consolidated application for the proposed transfer of control of Sigecom's domestic and international Section 214 authorizations to the Transferee. In Section IV of this application, the Applicants provide the information required by Sections 63.18 and 63.24 of the FCC's rules for transfer of the international authorizations. As specified by Section 63.04(b) of the FCC's rules, the additional information required for the transfer of the domestic authorizations is provided in Exhibit A.

Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's rules. As shown below, both the domestic and international components of this application qualify for streamlined processing.

I. DESCRIPTION OF THE PARTIES

A. Sigecom

Sigecom is a competitive provider of cable television, high-speed Internet, and telephone services, serving residential and business customers in Evansville, Indiana and surrounding areas. Sigecom provides bundled communications services including domestic local exchange and long distance services to over 27,000 residences and 2,400 businesses in the greater Evansville and Newburgh, Indiana areas. Sigecom also holds an international Section 214 authorization to provide facilities-based and resale services pursuant to Section 63.18(e)(2) of the Commission's rules (File No. ITC-214-19991026-00677). Sigecom was the first communications carrier in Southern Indiana to provide residential subscribers with a bundled suite of advanced digital cable TV, high-speed Internet service and local and long distance telephone service.

B. Holdings

Holdings, a Delaware corporation, holds 74% of the membership interests of Sigecom and controls Sigecom.

C. WOW

WOW is a privately held Delaware limited liability company headquartered in Englewood, Colorado. WOW is a fully integrated competitive provider of cable television, high-speed data and digital telephony services with approximately 380,000 customers as of June 30, 2006 serving more than 110 communities in the greater metropolitan areas of Detroit, Chicago, Columbus and Cleveland. As the 13th largest cable company in the U.S., WOW provides a complete service suite of video, voice and broadband data over its wholly owned, state-of-the-art 750 MHz interactive broadband network, which passes approximately 1.4 million homes.

WOW does not provide service in any of the areas presently served by Sigecom.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to an Equity Purchase Agreement dated as of August 10, 2006, Holdings and Utilicom Networks LLC ("Utilicom"), which holds a 26% membership interest in Sigecom, have agreed to sell their interests in Sigecom to WOW. To effectuate the transfer of control of Sigecom, WOW, or a wholly-owned subsidiary designated by WOW prior to closing, will purchase all of Sigecom's outstanding equity from Holdings and Utilicom. Following the acquisition, this subsidiary will merge into Sigecom, so that, at the end of the transaction, Sigecom will be a direct wholly-owned subsidiary of WOW.

III. PUBLIC INTEREST STATEMENT

Grant of this application will serve the public interest. With the Commission's approval, Sigecom will become part of the WOW-family of broadband networks. WOW is a fully integrated provider of cable television, high-speed data ("HSD") and digital telephony services with approximately 380,000 customers as of June 30, 2006 serving more than 110 communities in the greater metropolitan areas of Detroit, Chicago, Columbus and Cleveland. As the 13th largest cable company in the U.S., WOW provides a complete service suite of video, voice and broadband data over its wholly owned, state-of-the-art 750 MHz interactive broadband network, which passes approximately 1.4 million homes. Pursuant to the transaction proposal, WOW will be able to provide Sigecom with the benefits of its experiences and resources in order to provide quality service to Sigecom's customers. In addition, by acquiring Sigecom, WOW will be able to achieve additional operational efficiencies and expand the service area to which the company can provide service. Grant of this application will also ensure that Sigecom's customers continue to have an additional choice in international service providers.

Thus, this proposed transaction does not remove any competitors from any market, but rather strengthens an existing competitor through a change of ownership. WOW and Sigecom are committed to providing continued service to all of their customers, and will be able to provide expanded opportunities for growth and development for both existing and future customers.

**IV. REQUEST TO TRANSFER CONTROL OF INTERNATIONAL SECTION 214
AUTHORIZATIONS UNDER SECTION 63.24**

In accordance with Section 63.18 and Section 63.24(e) of the Commission's Rules, the Applicants submit the following information in support of this application.

Information for Transferor and Transferees

(a) Name, address and telephone number:

Transferor:

Sigecom Holdings, Inc.
6045 Wedeking Avenue
Evansville, IN 47715
Telephone: 812-437-0307
Facsimile: 812-437-0793

Authorized Carrier:

Sigecom, LLC
6045 Wedeking Avenue
Evansville, IN 47715
Telephone: 812-437-0345
Facsimile: 812-437-0793

Transferee:

WideOpenWest Finance, LLC
7887 E. Belleview Ave., Suite 1000
Englewood, CO 80111
Telephone: 720-479-3500
Facsimile: 720-479-3585

(b) Citizenship:

Transferor:

Holdings is a corporation organized under the laws of Delaware.

Authorized Carriers:

Sigecom is a limited liability company organized under the laws of Indiana.

Transferee:

WOW is a limited liability company organized under the laws of Delaware.

(c) Contact Information:

Transferor and Authorized Carrier:

Bruce Jones
Sigecom, LLC
6045 Wedeking Avenue
Evansville, Indiana 47715
Telephone: 812-437-0307
Facsimile: 812-437-0793
Email: bjones@sigecom.com

With a copy to:

Wayne Johnsen
Wiley Rein & Fielding LLP
1776 K Street, NW
Washington, D.C. 20006
Telephone: 202-719-7303
Facsimile: 202-719-7049
Email: wjohnsen@wrf.com

Transferee:

WideOpenWest Finance, LLC
259 East Michigan Avenue, Suite 209
Kalamazoo, Michigan 49007
Attn: Craig Martin, General Counsel
Telephone: 269-567-4200
Facsimile: 269-567-4193
Email: cmartin@wideopenwest.com

With a copy to:

Adrian van Schie
Kirkland & Ellis LLP
153 East 53rd Street
New York, New York 10022
Telephone: (212) 446-4882
Facsimile: (212) 446-4800
Email: avanschie@kirkland.com

(d) International Section 214 Authorizations

Sigecom holds an authorization under Section 214 of the Act to provide international facilities-based and resale service. See File No. ITC-214-19991026-00677.

Information for Transferee

(h) Ten Percent or Greater Interest Holders:

WOW, the transferee, is a private limited liability company. Racecar Acquisition, LLC is a holding company that owns 100% of the equity interest in WOW through wholly owned intermediary holding companies, WideOpenWest Cleveland, Inc., WideOpenWest Illinois, Inc., and WideOpenWest Ohio, Inc. Racecar Acquisition, LLC is a wholly owned subsidiary of Racecar Holdings, LLC, a Delaware limited liability company whose principal business is the ownership of cable television systems and communications networks. The address for Racecar Holdings, LLC is 7887 E. Belleview Ave., Suite 1000, Englewood, CO 80111.

Avista Capital Partners, LP ("Avista") has a 43.6% direct ownership interest in, and controls, Racecar Holdings, LLC. Avista is a Delaware limited partnership whose principal business is private equity investments. The address for Avista is 65 East 55th St., 18th Floor, New York, NY 10022. No person owns more than a 10% interest in Avista.

The Northwestern Mutual Life Insurance Company ("Northwestern") has a 32.7% direct ownership interest in Racecar Holdings, LLC. Northwestern is a Wisconsin mutual insurance company whose principal business is insurance and financial services. The address for Northwestern is 720 E. Wisconsin Ave., Milwaukee, WI 53202. No person owns more than a 10% interest in Northwestern.

Transferee does not have any interlocking directorates with any foreign carriers, as defined by Section 63.10 of the Commission's rules.

(i) Foreign Carrier Affiliations:

WOW certifies that it is not affiliated with any other foreign carrier, as defined by Section 63.10 of the Commission's rules.

(j) Foreign Carrier and Destination Countries:

WOW certifies that (1) it is not a foreign carrier, (2) it does not control any foreign carriers, (3) no entity that owns more than 25% of or controls WOW controls a foreign carrier, and (4) two or more foreign carriers (or parties that control foreign carriers) do not own, in the aggregate, more than 25% of WOW.

(k) Showing of WTO Membership for Destination Countries:

Not applicable.

(l), (m) Showing of Non-Dominance/ Regulatory Classifications:

Not applicable.

(n) Concessions:

WOW certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possess market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Federal Benefits:

WOW certifies pursuant to Sections 1.2001 through 1.2003 that no party to the application is subject to a denial of Federal Benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 862.

(p) Streamlined Processing:

WOW does not have any foreign carrier affiliations and is not itself a foreign carrier. Therefore, it qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12.

**IV. REQUEST TO TRANSFER CONTROL OF DOMESTIC SECTION 214
AUTHORIZATIONS UNDER SECTION 63.04**

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required by this section for the domestic Section 214 transfer of control application is provided in Exhibit A.

V. CONCLUSION

For the foregoing reasons, the Applicants request that the Commission authorize the transfer of control of the Sigecom 214 Licensees to WOW in connection with the transaction described herein.

Respectfully submitted,

SIGECOM HOLDINGS, INC.



Bruce Jones
President & CEO
Sigecom, LLC
6045 Wedeking Avenue
Evansville, Indiana 47715
(812) 437-0307

WIDEOPENWEST FINANCE, LLC

Craig Martin
General Counsel and Secretary
WideOpenWest Finance, LLC
259 East Michigan Avenue, Suite 209
Kalamazoo, Michigan 49007
(269) 567-4200

Wayne Johnsen
WILEY REIN & FIELDING LLP
1776 K Street, NW
Washington, DC 20006
(202) 719-7000

Counsel for Sigecom, LLC

**IV. REQUEST TO TRANSFER CONTROL OF DOMESTIC SECTION 214
AUTHORIZATIONS UNDER SECTION 63.04**

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required by this section for the domestic Section 214 transfer of control application is provided in Exhibit A.

V. CONCLUSION

For the foregoing reasons, the Applicants request that the Commission authorize the transfer of control of the Sigecom 214 Licensees to WOW in connection with the transaction described herein.

Respectfully submitted,

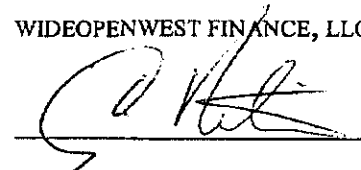
SIGECOM HOLDINGS, INC.

Bruce Jones
President & CEO
Sigecom, LLC
6045 Wedeking Avenue
Evansville, Indiana 47715
(812) 437-0307

Wayne Johnsen
WILEY REIN & FIELDING LLP
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Counsel for Sigecom, LLC

WIDEOPENWEST FINANCE, LLC



Craig Martin
General Counsel and Secretary
WideOpenWest Finance, LLC
259 East Michigan Avenue, Suite 209
Kalamazoo, Michigan 49007
(269) 567-4200

DECLARATION OF BRUCE JONES

I, Bruce Jones, President and CEO of Sigecom, LLC, do hereby certify under penalties of perjury that to the best of my knowledge, information, and belief, Sigecom Holdings, Inc., including all officers, directors, or persons holding 5% or more of the outstanding stock or shares (voting and/or non-voting) of Sigecom, LLC as specified in Section 1.2003(b) of the Commission's Rules, is not subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Date 9/7/2006

A handwritten signature in black ink, appearing to read "Bruce Jones", written over a horizontal line.

Bruce Jones

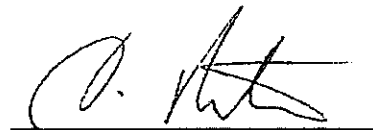
President & CEO

Sigecom, LLC

DECLARATION OF CRAIG MARTIN

I, Craig Martin, General Counsel and Secretary of WideOpenWest Finance, LLC ("WOW") do hereby certify under penalties of perjury that to the best of my knowledge, information, and belief, WOW, including all officers, directors, or persons holding 5% or more of the outstanding stock or shares (voting and/or non-voting) of WOW as specified in Section 1.2003(b) of the Commission's Rules, is not subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Date

9/8/06

Craig Martin

General Counsel and Secretary

WideOpenWest Finance, LLC

EXHIBIT A

Pursuant to Section 63.04(b) of the Commission's rules, 47 C.F.R. § 63.04(b), the Applicants submit the following additional information in support of their application to transfer control of domestic lines under Section 214 of the Act.

63.04(a)(6): Description of the Transaction

The proposed transaction is described in Section II of the Application.

63.04(a)(7): Description of Geographic Service Area and Services in Each Area

WOW, through its wholly owned operating subsidiaries WideOpenWest Cleveland, LLC, WideOpenWest Illinois, LLC, WideOpenWest Michigan, LLC and WideOpenWest Ohio, LLC, provides cable television, high-speed Internet, and digital telephony services, serving residential and business customers in the greater Cleveland, Chicago, Detroit, Columbus and areas. WOW provides bundled communications services, including local and long distance digital telephony services, to over 380,000 residences in these areas.

Sigecom provides cable television, high-speed Internet, and telephone services, serving residential and business customers in the greater Evansville and Newburgh, Indiana areas. Sigecom provides bundled communications services including domestic local exchange and long distance services to over 27,000 residences and 2,400 businesses in this area.

Holdings is indirectly controlled by Blackstone UC Management Associates L.L.C. Through Blackstone, Holdings is affiliated with Centennial Communications, which provides domestic wireline services in Puerto Rico.

63.04(a)(8): Eligibility for Streamlined Processing

This Application presumptively qualifies for streamlined processing pursuant to Section 63.03 of the Commission's rules, 47 C.F.R. § 63.03(b)(2)(i) because the proposed transaction will result in the transferee having a market share in the interstate, inter-exchange market of less than 10 percent, and the transferee will provide competitive telephone exchange service or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier, and neither of the Applicants is dominant with respect to any service.

63.04(a)(9): Other Related Applications

The applicants are filing cable franchise transfer applications where appropriate.

63.04(a)(10): Statement of Imminent Business Failure

Not applicable.

63.04(a)(11): Separately filed waiver requests

None.

63.04(b)(12): Public Interest Statement

The public interest statement is provided in Section III of the Application.